

NOVAVAX INC  
Form 8-K  
December 30, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported) December 22, 2008  
NOVAVAX, INC.  
(Exact name of Registrant as specified in its charter)**

**Delaware**  
(State or other jurisdiction of incorporation or  
organization)

**0-26770**  
(Commission File Number)

**22-2816046**  
(I.R.S. Employer  
Identification No.)

**9920 Belward Campus Drive**  
**Rockville, Maryland**  
(Address of principal executive offices)

**20850**  
(Zip Code)

**Registrant's telephone number, including area code:(240) 268-2000**  
(Former name or former address, if changed since last report.)

**Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):**

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**
-

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On December 22, 2008, Len Stigliano announced his intent to resign as Vice President, Chief Financial Officer and Treasurer of Novavax, Inc. (the Company), effective as to the close of business on January 28, 2009. The Company has retained an executive search firm to recruit a new Chief Financial Officer. Mr. Stigliano intends to pursue employment opportunities within the Philadelphia area where he and his family reside.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Novavax, Inc.  
(Registrant)

December 30, 2008

By: /s/Len Stigliano

Name: Len Stigliano  
Title: Vice President, Chief Executive Officer  
and Treasurer

3